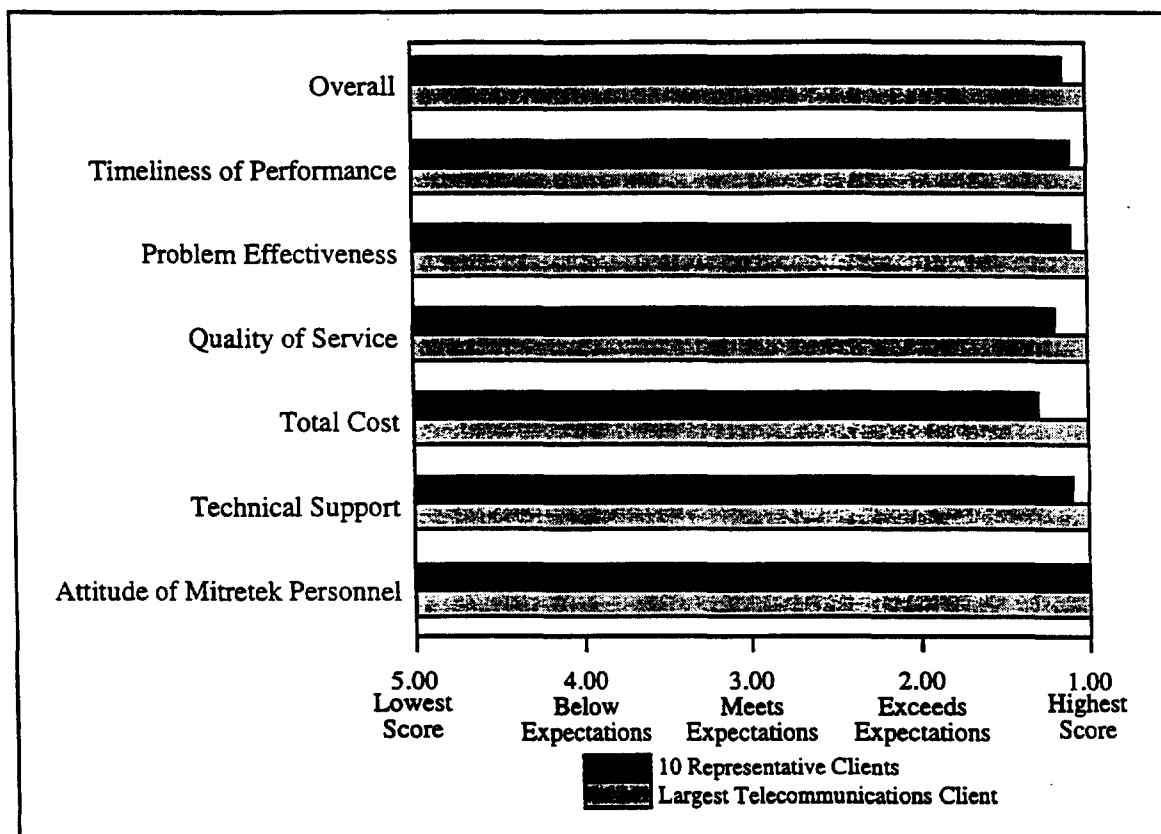


Proposal Overview

MITRETEK QUALITIES AND ATTRIBUTES

A recent Dun and Bradstreet evaluation indicated that Mitretek performance significantly exceeded client expectations



in the new and rapidly changing telecommunications marketplace. Our experience in developing new models for the new telecommunications industry and market allows us the fresh perspective needed for the implementation of the new NANP Administration.

Proposal Overview

MITRETEK QUALITIES AND ATTRIBUTES

Quality, Attribute, or Capability	Exists in Mitretek	Mitretek Support Groups	Recently Acquired	Plan to Acquire Begun
1. Knowledge about telecommunications network operations and NANP numbering resources				
2. Act as an information resource for all aspects of numbering				
3. Develop, operate, and maintain the computer-based systems required for NANPA and COCA functions				
4. Management skills (e.g., to manage the new NANPA organization)				
5. Project management skills (e.g., to plan NPA relief, to prepare COCUS)				
6. Interpersonal communication and negotiation skills (e.g., to facilitate and participate in industry activities, maintain effective relations)				
7. Manage proprietary data and competitively sensitive information				
8. Public relations skills (e.g., to explain complex numbering issues to the media and the public)				
9. Compliance resources (i.e., ensure compliance with all applicable laws)				

Proposal Overview

MITRETEK QUALITIES AND ATTRIBUTES

Mitretek staff are experienced in acting as an information resource for industry, often acting on behalf of our clients to provide answers to highly technical inquiries. Industry has come to appreciate the consistency and accuracy of our answers, which have significant financial impact in acquisition settings.

Mitretek has a long tradition of excellent management skills, as well as project management skills. The financial and schedule budget limitations imposed by our clients require us to be as efficient and effective as possible. We support our clients in development, implementation, and operation of some of the largest telecommunications and information systems projects ever undertaken by federal government agencies such as the General Services Administration, Department of Justice, and Department of the Treasury. Mitretek supported the specification, acquisition, implementation, and operation of the FTS2000 telecommunications project, the largest private voice/data network in the world. The system was implemented in half the expected time with an 80 percent reduction in cost.

Mitretek managers and staff are active participants in negotiations and other forums requiring interpersonal skills, as well as telecommunications knowledge, to build a consensus around difficult and complex issues affecting many stakeholders. We are called

Proposal Overview

MITRETEK QUALITIES AND ATTRIBUTES

upon to negotiate sensitive technical compliance and telecommunications price issues, many times providing the unbiased analytic foundation for reaching a consensus of all parties.

Mitretek's experience in managing proprietary data and competitively sensitive information is derived from handling the most sensitive and classified national security information. The telecommunications price information that we routinely use for our clients' acquisition and management purposes represents the most fundamental competitive information of the largest telecommunications carriers. We handle this sensitive information in paper form, but more normally in very large computer databases that we have developed for our clients and industry use. We are a manager of sensitive data trusted by industry and the telecommunications providers.

Often Mitretek serves in roles that require us to explain complex telecommunications issues to the public, the media, and others not expert in the field. We have successfully performed this role in many public, legislative, regulatory, and judicial settings. We often provide a bridge of understanding between the technology and policy experts.

In addition to Mitretek Counsel, our telecommunications staff includes professionals experienced in ensuring compliance with legal and regulatory laws. Our work in ensuring

Proposal Overview

MITRETEK QUALITIES AND ATTRIBUTES

that FTS2000 contracts complied with federal acquisition regulations, laws, and precedent-setting cases is recognized as a prime reason why none of the over 40 litigations against the FTS2000 Program were successful. Our clients' counsel have come to appreciate Mitretek's ability to minimize litigation risk to our clients, as well as our ability to assist in the defense when litigation does occur.

The Mitretek-provided client references include individuals who serve in the federal government's Senior Executive Service and are directly knowledgeable of our contributions. Included, for example, is a reference from a senior government executive who stated on a recent nationally broadcasted television program that "Mitretek brings world-class expertise to our telecommunications problems." A recent Dun and Bradstreet report addressing Mitretek's past performance shows that we significantly exceeded our client's expectations, both for all corporate and telecommunications clients. ■

Proposal Overview

ORGANIZATION

Organization

Mitretek will dedicate a team of experienced, senior managers and staff to the new NANP Administration. These managers and staff are experienced in all of the required NANP Administration attributes, including numbering plan administration; COCA functions; development and use of modern, sophisticated information systems and databases; and solving complex telecommunications-based problems from a neutral, unbiased posture. The proposed team has considerable experience in telecommunications, numbering plan administration, and managing under Mitretek's neutral, unbiased, conflict-of-interest-free characteristics.

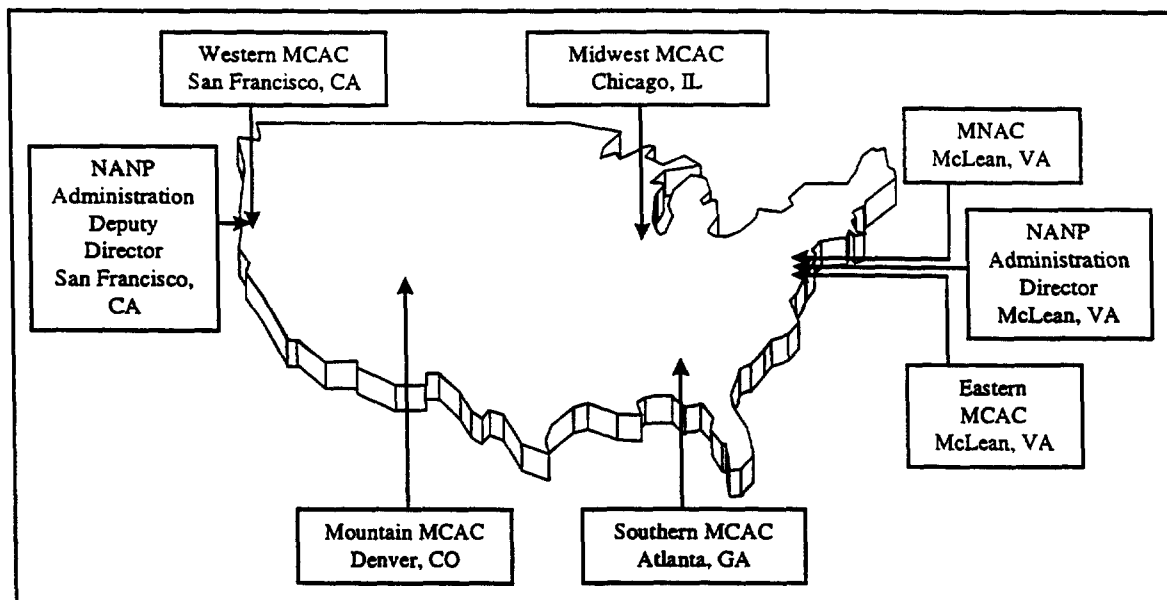
Mitretek proposes to geographically disperse its NANP Administration over five sites, thereby gaining efficiencies from consolidating appropriate functions, but not losing the necessary familiarity with local issues. The traditional NANPA functions, as well as the centralized provision of NANP Administration information, quantitative analysis, and database functions, will be located at the Mitretek Numbering Administration Center (MNAC) in our McLean, Virginia facilities. The traditional COCA functions will be located in five Mitretek Code Administration Centers (MCACs) in McLean, Virginia;

Proposal Overview

ORGANIZATION

Atlanta, Georgia; Chicago, Illinois; Denver, Colorado; and San Francisco, California. The number and location of these sites are based on a thorough analysis of the predicted NANPA, COCA, and NPA relief activities.

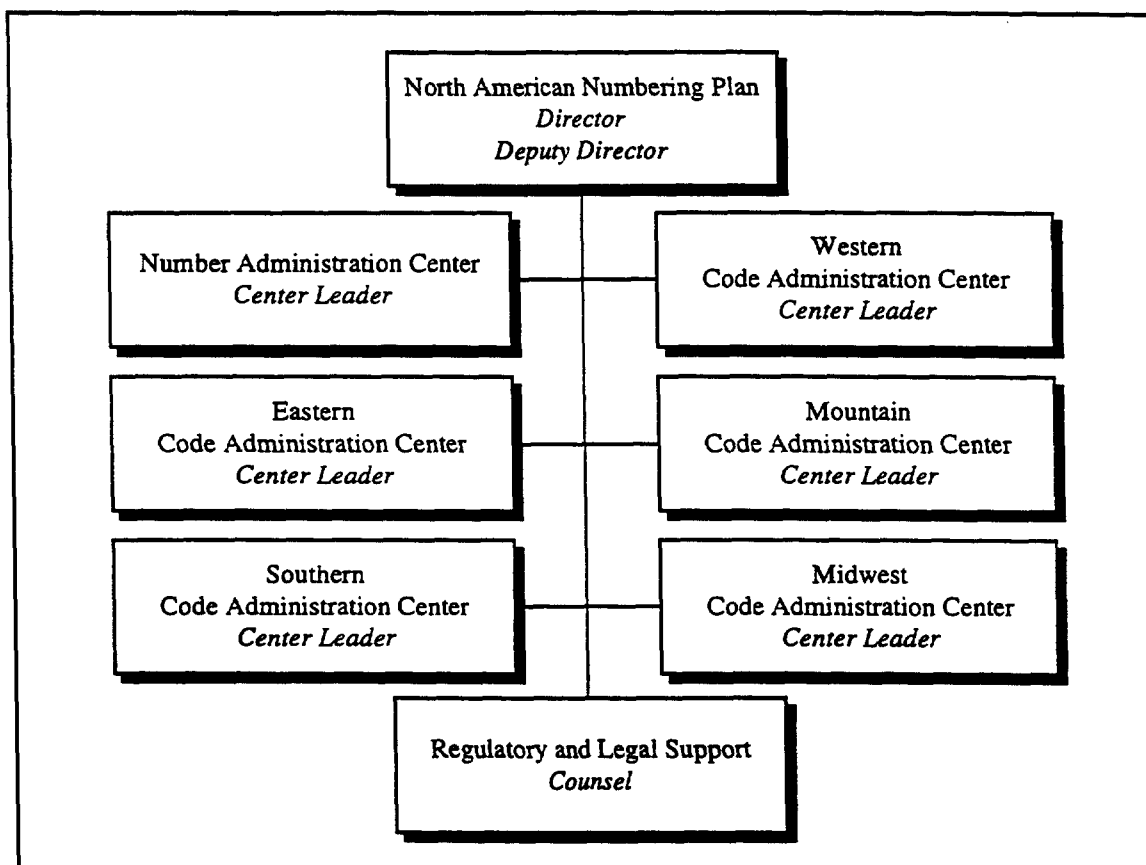
The Mitretek NANP Administration will be geographically distributed to gain efficiencies from consolidating appropriate functions without losing necessary familiarity with local issues



Proposal Overview

ORGANIZATION

The Mitretek NANP Administration will provide superior quality and responsive numbering plan services to the telecommunications industry



A dedicated, full-time Director will lead the Mitretek NANP Administration. The Mitretek NANP Director will report directly to a Mitretek corporate officer. Reporting directly to the Mitretek NANP Director will be five MCAC leaders and the MNAC leader. The NANP Director will also be assisted by a Deputy Director.

Proposal Overview

ORGANIZATION

The Director will have full authority and responsibility for all aspects of the NANP Administration, and will ensure the effective and efficient use of Mitretek's personnel and resources to achieve the goals and objectives specified in the NANC Requirements Document. The Director will provide the primary interface to the NANC, the FCC, NANP participating countries, and other industry groups, such as the Industry Numbering Committee (INC). The Director will keep the NANC advised of all issues affecting the administration of the NANP. The Deputy Director will assist the Director in all aspects of NANP Administration, especially providing additional senior management contribution to code administration, relief planning, and industry liaison activities. Through the MNAC and MCAC leaders, the Director will ensure that specific NANPA and COCA functions are completed in an effective, efficient, and timely manner. ■

Proposal Overview

NANP ADMINISTRATION FUNCTIONS

NANP Administration Functions

The two primary responsibilities of the new NANP Administration will be to:

- Assign and administer NANP resources in an efficient, effective, fair, unbiased, and non-discriminatory manner consistent with industry developed guidelines
- Support the industry's efforts to accommodate current and future numbering needs, and to advise the industry relative to numbering issues, such as potential resource exhaust

The NANP is based on a destination code principle where each telephone in the NANP is assigned a specific address or destination code. The NANP employs a 10-digit format of NPA-NXX-XXX. The term central office (CO) code or NXX refers to the sub-NPA destination code for addressing. For assignment and routing purposes, the CO code is normally associated with a specific geographic location within the NPA from which it is assigned. CO codes are also used for billing purposes by some carriers.

In the 10-digit NANP, and in the administration model envisioned by the FCC and the NANC, assignment of geographic NPAs (typically referred to as the NANPA functions)

Proposal Overview

NANP ADMINISTRATION FUNCTIONS

will be assigned by the new NANP Administration. Similarly, the assignment of CO codes (typically referred to as the COCA functions) will be consolidated into the new NANP Administration.

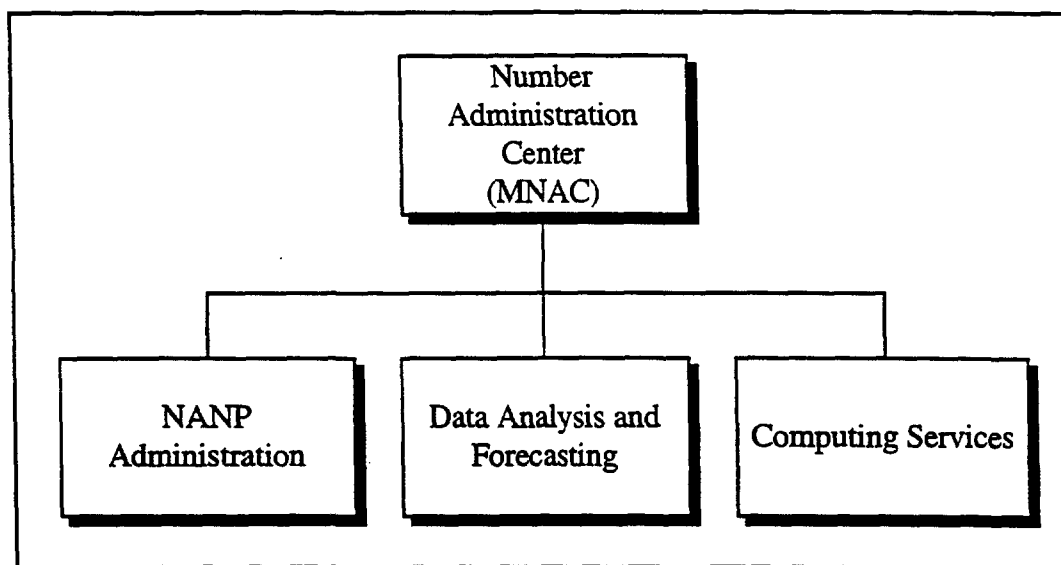
In performing the NANPA functions, Mitretek will perform day-to-day administration of 12 number resources in a manner that is responsive to the telecommunications industry. NANPA functions in the Mitretek NANP Administration will be performed in the MNAC in McLean, Virginia. We will accomplish these activities in an accurate and reliable manner by using the appropriate computer-based tools for number resource assignment and allocation. However, the Mitretek NANP Administration also will provide sufficient focus on the long-term to ensure the continued viability of the NANP. Mitretek will dedicate senior telecommunications and numbering plan experts to the administration of the numbering resources considered to be part of the incumbent NANPA function. Additionally, Mitretek will dedicate senior statistical analysis and forecasting experts to bring a level of numbering data quality and analytic sophistication appropriate for the North American telecommunications industry. Mitretek will apply its knowledge and experience of forecasting and analytic techniques to complement its numbering plan administration capabilities. Both the day-to-day and longer-term needs will be met by the new Mitretek NANP Administration.

Proposal Overview

NANP ADMINISTRATION FUNCTIONS

The Mitretek NANP Administration will be based on the INC Guidelines, as well as other related industry documentation and guidelines from appropriate policy-making and industry authorities.

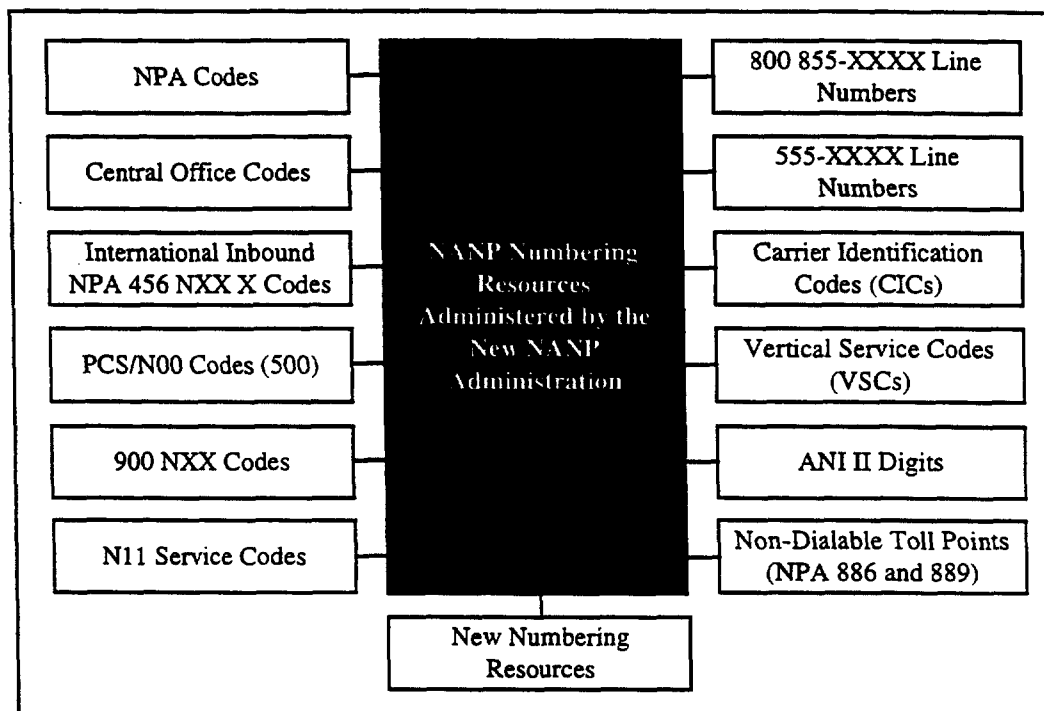
Functions in the Mitretek Numbering Administration Center



Proposal Overview

NANP ADMINISTRATION FUNCTIONS

NANP numbering resources administered by the new NANP Administration



The NANPA functions at Mitretek will make use of the computer-based systems, some of which are already beginning to come on-line. These computer systems and databases will provide the NANP Administrators with accurate, consistent, and secure data, as well as the administration and analysis tools required. Because these systems are being built from a consistent, flexible design and platform, NANP Administrators will be able to directly share data, assignments, and analyses with the CO Code Administrators and NPA Relief Planners located at the five MCACs. ■

Proposal Overview

CO CODE ADMINISTRATION FUNCTIONS

CO Code Administration Functions

The Mitretek NANP Administration will, in its role as CO Code Administrator, assign CO codes to the carriers, who, in turn, provide telephone numbers to their customers. We will manage the CO code resource in accordance with published INC guidelines. The Mitretek Code Administrators will forecast the projected exhaust of their geographic NPAs and initiate exhaust relief planning functions when necessary. When performing NPA relief planning, the Mitretek Code Administrators will facilitate local industry relief planning processes, submit NPA relief plans to state public utility commission, and monitor the implementation of the final relief plan.

The inclusion of the COCA functions within the new NANP Administration represents a consolidation of a function currently performed by separate, regional entities. As a result, the Mitretek NANP Administration will perform the COCA functions from five locations called Mitretek Code Administration Centers, or MCACs. The Mitretek COCA functions are geographically distributed to ensure a continuing, working relationship with local regulators. Additionally, by geographically distributing these functions, we seek to ensure continuing knowledge of local and regional environments including geographic, demographic, growth pattern, and local dialing plan data.

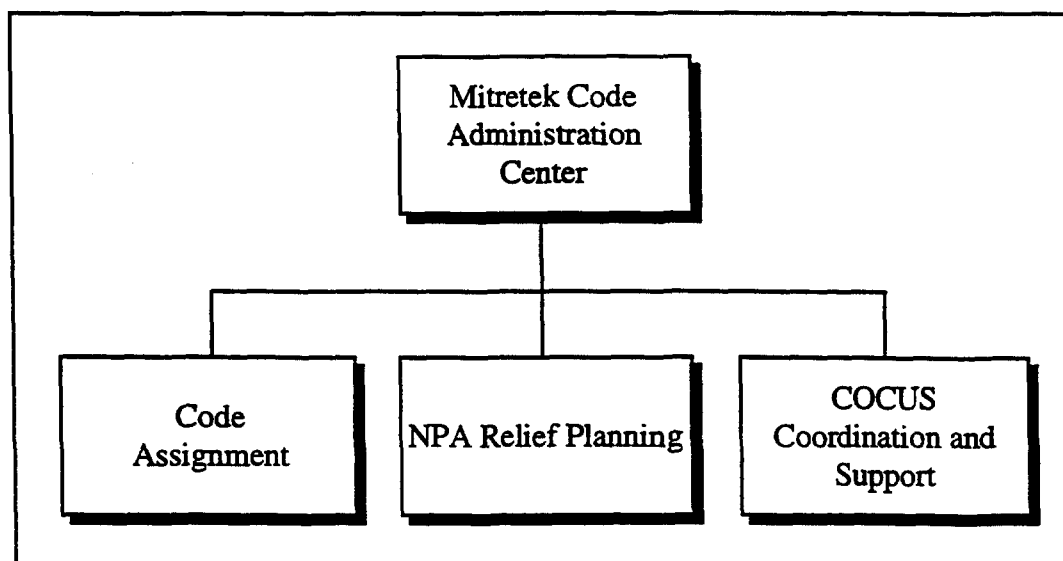
Proposal Overview

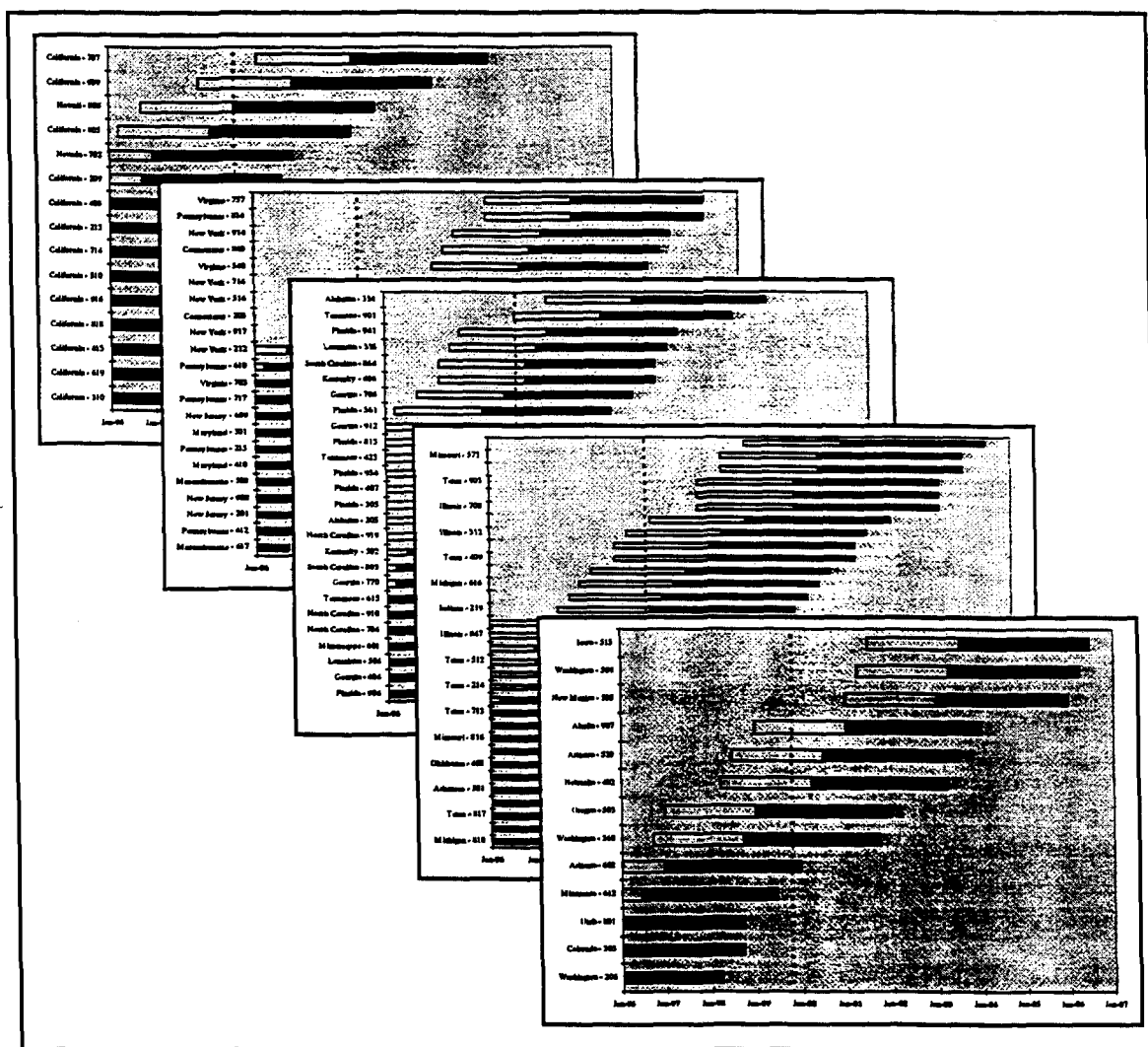
CO CODE ADMINISTRATION FUNCTIONS

The MCACs will be functionally organized to perform all of the required COCA functions, including CO code assignment and COCUS support and preparation. NPA relief planning will be also performed by each MCAC.

Because of the considerable amount of work to be performed at the MCACs, Mitretek has performed considerable analyses to examine the workload, especially that resulting from the simultaneous NPA relief planning activities.

Functions in the Mitretek CO Code Administration Centers





Proposal Overview

CO CODE ADMINISTRATION FUNCTIONS

The COCA functions at Mitretek also will make use of the computer-based systems, some of which are already beginning to come on-line. These computer systems and databases will provide the CO Code Administrators with accurate, consistent, and secure data, as well as the computer tools to support CO assignment and NPA relief planning required. Because these systems are being built from a consistent, flexible design and platform, CO Code Administrators will be able to directly share data, assignments, and analyses with other CO Code Administrators, as well as the NANP Administration located in McLean, Virginia. The use of a consistent support system by all components of the Mitretek NANP Administration will provide a level of efficiency and flexibility not available today. ■

Proposal Overview

TRANSITION

Transition

Mitretek will complete full implementation of the new NANP Administration within 18 months of selection. Four factors make this possible. First, Mitretek has already retained and organized appropriate staffing resources, including existing Mitretek managers and telecommunications engineers, recently retained recognized NANPA and COCA experts, and support staff. Second, prior to the release of the NANC Requirements Document, Mitretek began to design, build, and implement the computer support systems and databases central to the Mitretek proposal. These systems are already being brought on-line. Third, in the fall of 1996, Mitretek began to execute a set of aggressive, proactive pre-selection actions required for successful NANP Administration transition. Fourth, we began an effort to ensure that we became informed of current NANPA, COCA, and INC activities. As discussed in the staffing section, 100 percent of the team that will transition the NANPA functions in the first 60 days is already identified and working in McLean, Virginia. ■

Activity	Event Defining Start of time period			
	Pre-Selection	Selection	Post-Selection	Selection
Implement Management Plan				
• Initiate dedicated Mitretek management and staff				
• Identify and commit Mitretek NANP Administration team				
• Prepare all Mitretek support groups for action				
• Move staff into MNAC facilities				
• Finalize Mitretek NANP Administration rules with FCC				
Implement Staffing Plan				
• Engage executive search firm				
• Identify all Mitretek staff				
• Complete NANPA function staffing				
• Complete COCA function staffing				
• Training staff				

Proposal Overview

TRANSITION

Activity	Event Defining Start of Time Period			
	Pre-Selection	Mitretek Proposal	Selection of New	Transition
Implement NANP Computer Systems				
• Enumerate functional requirements				
• Design system architecture				
• Prepare development plan				
• NANP database development				
• NANPA support tools development				
• COCA database development				
• COCA support tools development				
• Web page design and development				
• Prototype test				
• System and operational test				
Transfer NANPA Functions				
• NANPA team begins and continues work				
• Formulate NANPA Transition Timeline				
• On-site training and consultation with current NANPA				
• Transfer all electronic and paper files from current NANPA				
• Receive past precedent-setting decisions and docketed activities				
• Establish Mitretek NANP Administration Center				
• Continue Mitretek NANPA operations				
Transfer COCA Functions				
• Establish MCAC facilities				
• Prepare Mitretek COCA Plan				
• Commence COCA transition planning with NANC Task Force				
• Implement final COCA Transition Plan				
• Establish MCACs, site by site				
• Transfer COCA functions, continue Mitretek COCA operations				

Proposal Overview

STAFFING

Staffing

Mitretek recognizes the importance of the effective and efficient administration of the NANP to the telecommunications industry and the NANP participating countries.

Bringing to bear the correct mix of staff is perhaps the most important action to mitigate the risk associated with the transition of existing NANPA and COCA functions. We have invested a significant effort in analyzing available data to determine the correct number and skill of staff required in the new NANP Administration.

We have already implemented a three-pronged approach to staffing:

- Identify and retain experienced numbering plan professionals
- Dedicate existing Mitretek telecommunications experts
- Dedicate, on a matrixed basis, Mitretek computer systems development professionals to design and implement the necessary support systems

To ensure the proper number of numbering plan professionals, Mitretek engaged an executive search firm to actively identify recognized experts. As a result, we have already retained such experts. We have also identified other numbering plan professionals willing to join our team upon selection by the FCC. Mitretek has already dedicated existing telecommunications experts to the new NANP Administration. Last fall, these staff began

Proposal Overview

STAFFING

training, developing Mitretek procedures, and attending appropriate numbering plan related fora (e.g., Industry Numbering Committee).

Similarly, Mitretek has already dedicated other staff resources to assist in computer system development and other activities. Our computer system staff have begun development and testing of our NANP Administration systems.

Mitretek's plan for staffing the new NANP Administration provides for appropriate staff levels and skills



Proposal Overview

STAFFING

100 percent of the Mitretek team that will transition the NANPA functions in the first 60 days is dedicated and already working in McLean, Virginia



The new NANP Administration Director, Deputy Director, MNAC Leader, MNAC staff, and computer system development staff are already identified and working together in McLean, Virginia. The Vice President for the Center for Telecommunications and

Proposal Overview

STAFFING

Advanced Technology and Mitretek's Chief Engineer for Telecommunications are proactively assisting the team to ensure all necessary resources are available. One hundred percent of the team required in the first 60 days to transition NANPA functions is already identified and working in McLean, Virginia. Mitretek is committed to the successful staffing and implementation of the new NANP Administration.

Mitretek is dedicated to attracting and retaining the most highly qualified NANP Administration staff. The performance of our staff and managers is evaluated on an individual basis, semi-annually. Staff and managers are evaluated on their technical solutions, skills, contributions, responsiveness to client needs, and continued professional development. Managers work collaboratively with the staff to prepare and execute plans for staff development. Our success and satisfaction come from helping to field operational capabilities that meet or exceed expectations, within schedule and budget, and from providing services that meet mission-critical needs. ■

Proposal Overview

FACILITIES AND SYSTEMS

Facilities and Systems

The Mitretek NANP Administration will be located in our facilities in McLean, Virginia, convenient to the FCC, National and Dulles Airports. Mitretek's McLean facility offers office space, an auditorium, conference rooms, library, laboratories, and computer facilities and have an extensive security program with security guard coverage 24 hours a day, 7 days a week. Our facilities hold an industrial security clearance (i.e., code 7L030 for "Top Secret" and "Top Secret Storage") from the Defense Investigative Service. All NANP facilities will additionally be secured behind personal badge reader systems with limited access. Teleconferencing between our McLean, Virginia, and four remote MCAC locations will be provided via dedicated and switched telecommunications links.

An aggressive, innovative approach to automation is required and has been proposed by Mitretek. The Mitretek NANP Administration information system will provide:

- Single workstation access to a range of resources
- User-friendly, graphical user interface which, in most cases, is a replica of the forms already in common use in the industry
- Central storage of data in two state-of-the-art databases; one for traditional NANP Administration functions, one particular to COCA and NPA relief functions
- Comprehensive Internet Web site